

Reid Hooper

Special Counsel



rhooper@cooley.com

+1 202 776 2097

Washington, DC

Capital Markets
Mergers and Acquisitions
Corporate Governance and Securities Regulation
Activism Defense

Reid Hooper has extensive experience handling a broad range of corporate and commercial matters with a primary focus in representing public companies, investors and regulated entities with respect to ongoing securities regulatory compliance. His expertise includes preparing SEC filings, Section 16 and beneficial ownership reports, as well as compliance with FINRA, National Stock Exchange, Dodd-Frank, Sarbanes-Oxley, JOBS Act and FAST Act requirements. Boards and investors turn to him with respect to corporate governance developments, regarding matters such as shareholder proposals, proxy access, board and committee independence and internal controls. He also advises companies and investors on a variety of transactional matters, including securities offerings, IPOs, tender offers, mergers and acquisitions and share repurchase programs.

Reid's experience includes approximately six years as an attorney with the Securities and Exchange Commission in the Division of Corporation Finance, most recently as senior counsel in the Disclosure Standards Office.

While at the SEC, he advised on a wide variety of transactional and securities compliance matters, with a focus on the telecommunications and media industries. His experience at the SEC included reviewing registration statements relating to IPOs, secondary offerings, business combinations, exchange offers, tender offers, going-private transactions, proxy solicitations relating to proxy contests and annual and quarterly reports.

Reid also served both as an examiner and reviewer on the Shareholder Proposal Task Force in the Office of Chief Counsel, where he was responsible for evaluating no-action requests to exclude shareholder proposals under Exchange Act Rule 14a-8.

Reid's experience includes the representation of:

- Fortune 500 companies with respect to SEC periodic reports; proxy statements; Section 16 and beneficial ownership reports; board committee charters; corporate governance guidelines; disclosure controls and procedures; internal control over financial reporting; CEO/CFO certifications under the Sarbanes-Oxley Act and related matters
- Clients with respect to transactional matters, including IPOs, secondary offerings, tender offers, mergers and acquisitions, share repurchase programs and similar matters
- Companies on a range of corporate governance matters, with a focus on Rule 14a-8 shareholder proposals

Education

Georgetown University Law Center LLM, Securities and Financial Regulation, 2016

Valparaiso University Law School JD, 2008

Valparaiso University MS, 2005

The George Washington University BBA, Government Service, 2003

Admissions & Credentials

District of Columbia

Memberships & Affiliations

Society for Corporate Secretaries & Governance Professionals

Association of Securities and Exchange Commission Alumni

American Bar Association (ABA)